



KINGDOM

Housing Association

Standing Orders

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STANDING ORDERS

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Introduction

1. Kingdom Housing Association (Kingdom) is controlled and managed in accordance with our statutory and regulatory requirements and our Rules.
2. These Standing Orders will not, in any way, supersede our Rules or any legal or regulatory requirements.
3. These Standing Orders and other documents referred to, define how our business is run and have been produced to supplement and complement other key documents and systems operated by us. These Standing Orders where applicable will be applied across the Kingdom Group of companies.
4. These Standing Orders deal with legal issues and in addition we have developed financial regulations. The financial regulations and other policy statements approved by the Board of Management (Board) are considered part of these Standing Orders and shall be complied with in all respects.
5. We expect all our Board members and staff members to respect and adhere to these Standing Orders at all times and we have agreed a code of conduct for Board members and for staff.
6. We are committed to the principles of good governance and sustainability and will endeavour to develop fair and consistent policies, procedures and practices.
7. In line with our commitment to inclusion and diversity, these Standing Orders can be made available in a variety of formats, including large print, translated into another language or other media. Reasonable adjustments will also be made to assist individuals who have a disability in accordance with the Equality Act 2010.

Interpretation of Standing Orders

8. The Chair's interpretation of these Standing Orders, or in their absence the Vice Chair's, will be final.

Suspension and Amendment of Standing Orders

9. Any part of these Standing Orders may be suspended at a general meeting of Kingdom or at a Board meeting subject to the meeting being quorate.



10. Where there is an exceptional issue and we wish to temporarily suspend these Standing Orders, the decision to do this lies with our Board. The decision will be clearly recorded in the minutes of the Board meeting.
11. These Standing Orders will be reviewed 3 years from the date of implementation or latest review, which will be the date the Standing Orders are approved by the Board, or earlier if deemed appropriate. In the event that these Standing Orders are not reviewed within the above timescale, the latest approved Standing Orders will continue to apply.
12. We may bring forward a review of these Standing Orders at the request of a Board member or the Chief Executive. Amendments to the Standing Orders may be presented at any time to the Board at a Board meeting.

Control of the Association

13. The control of Kingdom is the overall responsibility of the Board and as such the members of the Board are defined as being the Charity Trustees in terms of charity law.
14. The Board is ultimately responsible for directing our affairs but may, through documents such as our policy documents, financial regulations, minutes of Board meetings and these Standing Orders, delegate authority to Committees and staff to deal with specific functions.
15. The Board has the power to do anything necessary to fulfil their obligations, with the exception of matters covered by law or outlined in our Rules which can only be dealt with at general meetings.
16. At all times the Board will strive to achieve the highest standards of accountability and openness.

Membership

17. The definition of membership and the rules, eligibility and process to become a member are outlined in our Rules (rules 6 – 10).
18. Prior to a membership application being considered by the Board, the Chief Executive or other nominated person, will be required to verify as far as reasonably practicable that the person applying is eligible to become a member.

General Meetings

19. General meetings will be held in accordance with our Rules (rules 20 – 36).



20. Only the business included in the notice calling the meeting may be discussed.
21. Only registered members or their proxy, where a proxy appointment has been made in accordance with rule 27.1 will be entitled to be admitted and vote at a general meeting.. The Chief Executive, on behalf of Kingdom, will be entitled to verify membership or otherwise before allowing entry to the meeting.
22. Details of the matters to be dealt with by annual general meetings are outlined in rule 20 and 21. Matters reserved otherwise to general meetings are specified in our Rules.

The Board of Management

23. Membership of the Board, including the eligibility and process for electing, is detailed in our Rules (rules 37 – 44). The Board can comprise of a maximum of 15 members and a minimum of 7 (including co-optees).
24. Co-opted positions may be used to recruit individuals for specific, limited term business reasons.
25. The composition, role of office bearers, frequency and conduct of meetings and powers of the Board are determined in our Rules.

Matters reserved to the Board

26. Taking into account the strategic role and the responsibilities of the Board, the Board has a duty to hold the Chief Executive and members of the senior management team to account, to ensure the proper and effective controls and systems for running our organisation are in place and are implemented.
27. Our Rules, rule 47 outlines the more important matters reserved to the Board but in addition the following decisions have also been agreed to be retained by the Board:
 - appointment of the Chair, Vice Chair and Secretary;
 - appointment, performance review and removal of the Chief Executive;
 - appointment of Board members through co-option or casual vacancy;
 - removal of Board members
 - performance evaluation process of the Board;
 - remuneration and succession planning arrangements of the senior management team including the Chief Executive;
 - approval of the Corporate Plan, Budget and any variations and amendments to these Standing Orders;



- approval of such other plans, projections which the Board decide should be reserved to them;
- all matters requiring decision by the Board in terms of the Corporate Plan, budget or other plans reserved by them;
- overall responsibility for compliance with registration criteria, performance standards, guidance and regulatory requirements of the Scottish Housing Regulator (SHR) and the Office of the Scottish Charity Regulator (OSCR);
- material extension or restriction of the scope of Kingdom's work;
- payments or benefits in accordance with our approved policy;
- matters reserved to it by the financial regulations;
- matters of doubt or difficulty which involves, or appears likely to involve major changes in or a departure from our objects;
- any matter referred to it by a general meeting;
- reference of a matter to a general meeting;
- the establishment and dissolution of Committees or Working Parties and the reference and delegation of business to them;
- approval of, and compliance with SHR and OSCR's requirements for, the creation or dissolution of a subsidiary;
- Parental control within the Kingdom Group (including appointment and removal of directors of our subsidiaries);
- amendment of these Standing Orders;
- nomination for election of Independent Board members, filling and agreeing procedure for filling casual vacancies or co-options to the Board;
- approval of Membership to the Association
- any borrowing by Kingdom in accordance with our Rules;
- any granting of security by Kingdom; and
- monitoring outcomes against the Budget.

Matters Delegated to the Chief Executive

28. The Chief Executive is authorised and empowered to manage Kingdom and any of our subsidiaries and to direct these operations. The Chief Executive is responsible and accountable to the Board.
29. The Chief Executive may, consistent with these Standing Orders, delegate such powers, responsibilities and authority to such members of staff as they may from time to time determine.
30. The Chief Executive, in consultation with the Chair, is responsible for the interpretation of our policies and the Chief Executive is responsible for implementation of our policies.



31. Details of any other specific delegated authorities will either be recorded as part of our policy documents, financial regulations or recorded in the key minutes register.

Office Bearers

32. The Office Bearers of Kingdom are defined as:
- Chair;
 - Vice Chair;
 - Secretary.
33. The Board will appoint a Chair at the first business meeting of the Board after each annual general meeting under rule 59.5 of our Rules. The process for the election of the Chair will be agreed by the Board prior to the annual general meeting. The Chair of the Association must not also be the Chairperson of a Committee.
34. The Board can decide to appoint joint Vice Chairs, where this is felt appropriate. Where it is agreed to appoint a Vice Chair(s), the election process will be based on that agreed for the position of Chair and will commence at the same time or immediately after the Chair is elected.
35. A Secretary will also be appointed by the Board. This person can either be a Board or staff member. The person appointed will remain in this post until either they resign or a new election is requested by at least three of the Board members.
36. The duties and responsibilities of the office bearers will be outlined in position descriptions.

Meetings of the Board and Committees

37. The arrangements for meetings of the Board are outlined in our Rules (rules 48 – 58).
38. The Board will normally meet on the 3rd Monday of each month with the exception of July when no meetings are scheduled. Meetings will normally be held in our registered office.
39. On an annual basis, normally in November of each year, the Head of Governance will prepare a Board meeting calendar for the following year, incorporating Committee meetings for the consideration of the Board.
40. Any temporary variation to the frequency or venue will be agreed subject to the requirements of our Rules, by the majority of the Board at a Board meeting and will be recorded in the minutes of that meeting.



41. A special meeting of the Board may be called, by a notice in writing which can be provided electronically, given to the Secretary or to the Chief Executive acting on behalf of the Secretary, by the Chair, or by two Board members. The arrangements for the meeting are specified in our Rules (rule 56).
42. The Chair or of any Committee may adjourn the meeting with the agreement of the majority of those present. The re-convened meeting will commence at the point at which the meeting was previously adjourned and will consider only the agenda items from the original meeting. Normally, any meeting that is required to go beyond 2 hours should be with the agreement of everyone present.
43. As outlined in our Rules (rule 48) the quorum for Board meetings is 4 Board members (excludes any Co-opted members).
44. The Secretary or the Chief Executive, acting on behalf of the Secretary, will normally attend all Board meetings and members of the Executive or senior management team will normally be in attendance when presenting a report to the Board. Other members of staff may be invited to attend. The role of members of staff will be to provide advice to the Board and they will not take part in any decisions. Any interested party may also attend the Board meeting. Members of staff and interested parties may be required to leave all or part of the meeting when the Chair feels that the topic to be discussed is of a confidential, personal or sensitive nature.
45. Board members may, take part in a meeting of the Board, although not physically present, by way of a conference call, video conferencing, web-conference or similar. In these circumstances they will be entitled to take a full part in the meeting and will count towards the achievement of a quorum.
46. All agendas, reports and other documents relative to or submitted at the meeting will be treated as confidential unless otherwise agreed.
47. Minutes of Board meetings will be accessible to the public with the exception of any items specified by the Chief Executive or Chair or their appointed deputies.
48. The Board may from time to time request the attendance of consultants / advisors or staff members at particular meetings.

Agendas and Reports

49. Items of business on the agenda will normally be the subject of a written report, prepared by staff, and circulated with the agenda no less than 7 days prior to the meeting. Additional



business not on the agenda can be considered with the consent of the majority of the Board present at an ordinary meeting but not at a special meeting.

50. Responsibility for ensuring that the agenda and papers are produced and issued on time is delegated to the Chief Executive, acting on behalf of the Secretary. The Chief Executive will agree the composition of each agenda with the Chair and thereafter will ensure that relevant staff produce the minutes, reports and papers required.
51. A draft reporting cycle for the next year will be prepared by the Head of Governance and presented for approval to the Board. This reporting cycle can be amended with the agreement of the Chair of the Board or Committee. Additional interim and ad hoc reports, as determined by the Departmental Director in consultation with the Chief Executive, will be added to the cycle as appropriate.
52. The standard agenda format will include:
 - the date, time and place of the meeting;
 - apologies;
 - disclosures of interest;
 - minutes of the previous meeting;
 - matters arising (not covered by the agenda);
 - Chief Executive's report (this will include a standard section on the summary discussions and actions between the Chair and Chief Executive between Board meetings);
 - regular reports or specific items for discussion;
 - minutes or reports from any Committees;
 - minutes or reports from any subsidiary companies
 - any other business; and
 - date of next meeting.
53. The proceedings of any meeting will not be invalidated by the non-receipt of the agenda and papers by any Board member.
54. Where specialist advice is sought by the Board, the advice provided will be reported back in full to the Board.
55. A motion to be considered by the Board or Committee should be tabled at the meeting for consideration at the next meeting or in writing to the Chief Executive, acting on behalf of the Secretary, at our registered office. This should be received no later than the working day prior to the day that the agenda and papers are scheduled to be sent to the members of the meeting. In the event that the member giving notice of the motion is not present at the meeting when the motion is due to be considered, the motion will be held over to the next



meeting. If the member giving notice of the motion is not present at the next meeting, the motion will be dropped.

Minutes

56. The Chief Executive, on behalf of the Secretary, will be responsible for ensuring accurate minutes of the Board and Committee meetings are taken and kept. The minutes are not intended to be a verbatim record of discussions but will record:
- the date, time and place the meeting was held;
 - the names of members present, staff and others in attendance, as well as any apologies received;
 - any declarations of interest or conflicts of interest;
 - the nature of the business considered, including adopting the minutes or decisions of Committees;
 - the major points raised in any discussion;
 - the Board's decision on each item;
 - the names of those proposing and seconding any motion or amendment; and
 - the result of any vote, whether by show of hands or secret ballot.
57. A draft of the minutes will normally be produced within two weeks of each meeting and will be forwarded to the Chairperson (or the office bearer who chaired the meeting) for initial checking. The final draft of the minutes will be circulated to all Board members with the agenda and papers for the following meeting. The minutes will be adopted as a true record at the following meeting if they are proposed and seconded by any two Board members who were present at the previous meeting, approved by a majority of those present.
58. Minutes may be adopted subject to the inclusion of an amendment to correct or clarify a point. Any such amendment must be formally proposed, seconded and approved by a majority of those present.
59. The official copy of the minutes will be signed by the person chairing the meeting and the Secretary, following their approval. If an amendment has been agreed, a revised copy will be produced following the meeting and thereafter signed by the person who chaired the meeting and the Secretary.
60. The Secretary will make the necessary arrangements for the safe storage of all Board papers and minutes.



Voting

61. When taking a decision on an agenda item, all Board members must have been present throughout the material part of the deliberations prior to voting on the matter. If they have not been present during the previous considerations, they will be excluded from taking part in the decision making process.
62. Unless a secret ballot is requested by one-third of the Board members present and eligible to vote, voting will be conducted by a show of hands. Any matter will be determined by the majority of those present and eligible to vote. The only exception would be in respect of a motion to suspend these Standing Orders which would require a two-thirds majority of those present and eligible to vote.
63. In the event that a Board member wishes to dissent from any decisions, they should request this at the meeting and before the vote being taken and have this duly recorded in the minutes of the meeting.
64. Each Board member has one vote and in accordance with our Rules (rule 30) if there are an equal number of votes for and against a decision, the Chair will have a second and deciding vote.

Disclosures of Interests

65. Board members and Committee members will be required to disclose all actual or potential interests on an annual basis in accordance with the approved Code of Conduct and Entitlements, Payments and Benefits Policy.
66. Where a Board member or staff member has a direct or indirect financial interest in any contract or proposed contract or any other matter, which is to be considered, this should be disclosed to the meeting and they should leave the meeting before any discussion and will not be allowed to vote on that matter.
67. Any other interest (non financial) which could influence judgement or be perceived that a Board member or staff may be acting for personal motives (such as personal interest, kinship, friendship, membership of an organisation or other relationship should also be disclosed and they should leave the meeting before any discussion or voting on that matter.
68. This requirement will be contained within the papers issued in advance of the meeting and highlighted as a standard agenda item at the start of all meetings of the Board and any Committee.



69. In respect of any matters contained within the agenda and papers for consideration at a meeting, they will be required to declare this interest at the earliest possible opportunity.
70. Where an actual or potential interest has been declared the Board member will not receive any further papers or minutes in relation to the relevant item.
71. The Board member will also be required to be excused from the meeting where the item is being considered and will take no part in any discussions in relation to the relevant item whether at a meeting or outwith the meeting.
72. Any exception to the above requirements would require the specific approval of the Board subject always to the requirement to comply with the terms of our Rules.
73. Failure to comply with the disclosure of interest requirements may result in procedures being implemented to remove the Board member from the Board or in relation to a staff member, disciplinary action may be taken.
74. All declarations of interest will be recorded in the minutes of the meeting together with the action taken. The declaration will also be recorded in the Register of Interests maintained by the Governance Manager.
75. Board and staff members will not normally be required to routinely declare the following interests except in circumstances where a conflict of interest arises:
 - as a council tax payer, inhabitant or as an ordinary consumer of gas, electricity or water within our area;
 - if they are a member of a company or other body if they have no beneficial interest in any share in that company or body;
 - if they are a shareholder in a private company or other body (excluding a public company) where the nominal value of those shares does not exceed £5,000 or 1% of the total nominal value of the issued share capital of that company, whichever is the lower; and/or
 - if they are a shareholder in a public company where the nominal value of those shares does not exceed 1% of the total value of the issued share capital of that company.
76. Board members who are also our tenants or sharing owners will not normally be considered to have a conflict of interest where the Board is dealing with matters of general policy unless, as a result of particular circumstances applicable to a Board member, it can be reasonably considered that a conflict of interest arises for that Board member.



Allocations to Board Members, staff and their relatives

77. Allocations to the above or to any connected person will be made in accordance with our Allocations Policy and Entitlement, Payments and Benefits Policy.

Use of the Association's Contractors, Suppliers and Advisers

78. Board are required to ensure compliance with our Code of Conduct and Entitlements, Payments and Benefits Policy.

Committee and Working Parties

79. The Board will determine from time to time the need to establish Committees or working parties to consider specific issues. When establishing Committees or working parties, the Board will agree the remit; composition; duration, if temporary; and reporting requirements.
80. The Chair of Kingdom shall be entitled from time to time and at any time to attend the meetings of any Committee and Working Parties. In the event that the Chair of Kingdom attends the meeting of any Committee, they shall count towards the quorum at that meeting.
81. Any Board member shall be entitled from time to time and at any time to attend the meetings of any Committee as a floating member. In the event that a Board member not part of the Committee make up attends the meeting of any Committee, they shall count towards the quorum at that meeting.
82. The composition and remits of any Committee or working party will normally be reviewed on an annual basis.
83. The Committee members will elect a chairperson of the Committee at the first meeting of the Committee following the review of the remit and composition.
84. As a minimum there will be an Audit & Financial Compliance Committee, Policy Committee and Senior Management Remuneration and Succession Planning (SMR&SP) Committee.
85. The standard agenda format for Committee meetings will include:
- the date, time and place for the meeting;
 - apologies;
 - terms of reference/remit of the Committee;
 - disclosures of interest;
 - minutes of the previous meeting;



- matters arising (not covered by the agenda);
 - regular reports or specific items for discussion;
 - any other business; and
 - date of next meeting.
86. Following a Committee meeting, the chairperson of the Committee will provide a verbal report to the full Board. Minutes will be presented to the full Board at their first available meeting for information.
87. The Board will consider the points raised and any recommendations made by the Committee. The Board may refer the matter back to the Committee for further consideration.
88. A draft of the minutes of Committee meetings will normally be produced within two weeks of each meeting and will be forwarded to the person who chaired the meeting for initial checking. The final draft of the minutes will be circulated to all Committee members with the agenda and papers for the following meeting.
89. Formal adoption of the minutes of the Committee meeting as a true record will be adopted at the following meeting of the Committee, if they are proposed and seconded by any two members who were present at the previous meeting, and are approved by a majority of those present.
90. Minutes may be adopted subject to the inclusion of an amendment to correct or clarify a point. Any such amendment must be formally proposed, seconded and approved by a majority of those present.
91. The official copy of the minutes will be signed by the person chairing the meeting at the meeting these are approved. If an amendment has been agreed, a revised copy will be produced following the meeting and thereafter signed by the person who chaired the meeting normally within two weeks of the meeting.
92. Where a temporary Committee or working party has fulfilled its remit, it will be formally wound up by the Board/Committee which established it.
93. Working parties can consist of Board and staff members and external advisors.
94. Working parties will not normally unless specified within the Committee remit have the authority to make any decisions but can make recommendations to the Board for consideration.



95. Agendas and reports to be considered at a Committee meeting or working party will normally be sent to the members of the working party or Committee at least seven days prior to the date of the scheduled meeting.

Conduct of Board Members and staff

96. We have an agreed Code of Conduct for Board members and a separate code for staff members. In respect of any breach of the code during the course of a Board meeting or Committee meeting, this will be dealt with by the Chair or Committee chairperson, either during the meeting or afterwards.
97. If a Board member is obstructive, offensive or disregards the authority of the Chair, a vote may be taken to exclude them from the meeting. Exclusion will be determined by a two thirds majority of those Board members present and eligible to vote.
98. Where a staff member is obstructive, offensive or disregards the authority of the Chair or other Board members, this will be dealt with in accordance with our disciplinary policy and procedure and may be regarded as gross misconduct.

Authorised Signatories

99. The Head of Governance will normally prepare and present a list of authorised signatories to the Board on a 3 year cycle for approval.

Urgent Decisions/ Emergency Powers

100. In the event that a decision is required, which cannot wait until the next Board meeting, including the temporary suspension of these Standing Orders and it is not practical to call an urgent meeting of the Board, the Chief Executive, or in their absence an Executive Director, will consult with the Chair or, in their absence, the Vice Chair or, in their absence, two Board members to gain electronic approval.
101. Alternatively, the Board members can agree on occasions and when necessary to decisions being made electronically on a majority basis. Any decision taken should have the least possible policy commitment.
102. The decision taken should be communicated to all Board Members at the earliest possible opportunity and no later than at the next Board meeting where the decision would be recorded in the minutes of that meeting.



Attendance of Board Members at Conferences, Training Courses

103. Board members will be encouraged to attend relevant conferences and training courses and other events that will assist with their development or where they will represent Kingdom.
104. Information on relevant events will be provided to them by the Chief Executive or delegated officer or can be sourced directly by the Board member.
105. All bookings should be made through the Organisational Support Team and not directly by the Board member. Where a Board member attends such an event, they are encouraged to report back to the Board at the next scheduled Board meeting.
106. In the event that there are restrictions on the numbers of attendees either for practical or budgetary reasons, the decision on who can attend will be taken by the Chair or in their absence the Vice Chair.



KINGDOM HOUSING ASSOCIATION LIMITED

STANDING ORDERS

Standing Orders drawn up with reference to:

- Rules of the Association
- Scottish Housing Regulator – Regulatory Framework
- Code of Conduct (SFHA)
- Entitlements, Payments and Benefits

Reference made to the following sources and other guidance:

- The Scottish Housing Regulator website and SHR Regulatory Standards of Governance and Financial Management.

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